

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

EXHIBIT D-16
RETENTION / FEE MATTERS (SASM&F)
465.2 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Retention /Fee Matters (SASM&F)

Bill Date: 03/31/06
Bill Number: 1108452

NAME	DATE	HOURS	DESCRIPTION
GROSS C	02/15/06	1.20	REVIEW AND DRAFT DESCRIPTION OF TAX WORK FOR FEE APPLICATION (1.2)
		1.20	
Total Partner		1.20	
MATZ TJ	02/27/06	0.80	WORK ON FIRST INTERIM FEE APPLICATION (0.8).
MATZ TJ	02/28/06	1.20	WORK ON FIRST INTERIM FEE APPLICATION (0.9); TELECONFERENCES WITH CHAMBERS RE: TIMING OF SAME AND INTERIM COMPENSATION ORDER (0.3).
		2.00	
SENSENBRENNER EB	02/15/06	2.60	REVIEW AND REVISE FEE APPLICATION (2.6).
		2.60	
Total Counsel		4.60	
DANZ CE	02/06/06	0.50	BEGAN WORK ON THE FEE APPLICATION FOR REAL ESTATE SECTIONS (0.5).
DANZ CE	02/14/06	0.70	DRAFTED FEE APPLICATION SECTION RELATING TO REAL ESTATE (0.7).
		1.20	
DE ELIZALDE D	02/12/06	1.20	FURTHER ANALYSIS OF HOURS BILLED DURING THE APPLICATION PERIOD TO DRAFT FIRST INTERIM FEE APPLICATION (1.2).
DE ELIZALDE D	02/14/06	2.80	REVIEWED AND REVISED FIRST INTERIM FEE APPLICATION (2.8).
DE ELIZALDE D	02/20/06	0.50	REVIEWED DISCLOSURE FOR SUPPLEMENTAL AFFIDAVIT (0.5).
DE ELIZALDE D	02/21/06	1.90	REVIEWED AND REVISED SUPPLEMENTAL DECLARATION (1.9).
DE ELIZALDE D	02/23/06	1.80	REVIEWED AND REVISED SUPPLEMENTAL DECLARATION (1.8).
DE ELIZALDE D	02/27/06	2.50	REVIEWED AND REVISED SUPPLEMENTAL DECLARATION (2.5).
		10.70	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

FERN BM	02/14/06	2.20	DRAFTED RIDERS TO FEE APPLICATION RE: EMPLOYEE MATTERS, RETIREES, AND INSURANCE (1.8); REVISED FEE APPLICATION RIDERS (0.4).
FERN BM	02/15/06	1.30	REVISED FEE APPLICATION RIDERS RE: EMPLOYEE MATTERS AND INSURANCE (1.3).
		3.50	
HERRIOTT AV	02/06/06	2.30	BEGIN DRAFTING FIRST INTERIM FEE APPLICATION (2.3).
HERRIOTT AV	02/07/06	1.00	DRAFTING OF FIRST INTERIM FEE STATEMENT (1.0).
HERRIOTT AV	02/08/06	1.80	CONTINUE DRAFTING FIRST INTERIM FEE APPLICATION (1.8).
HERRIOTT AV	02/20/06	3.70	CONTINUE TO DRAFT, REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (3.7).
HERRIOTT AV	02/21/06	3.90	CONTINUE TO DRAFT FIRST INTERIM FEE APPLICATION (3.9).
HERRIOTT AV	02/22/06	5.30	CONTINUE TO DRAFT, REVIEW, AND REVISE FEE APPLICATION (5.3).
HERRIOTT AV	02/23/06	3.80	CONTINUE TO DRAFT, REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (3.8).
HERRIOTT AV	02/25/06	3.20	CONTINUE REVIEWING AND REVISING FIRST INTERIM FEE APPLICATION (3.2).
HERRIOTT AV	02/27/06	2.30	CONTINUE TO REVIEW AND REVISE MATTER DESCRIPTIONS FOR FIRST INTERIM FEE APPLICATION (2.3).
		27.30	
MEISLER RE	02/06/06	1.30	WORKED ON FIRST INTERIM FEE APPLICATION (1.3).
MEISLER RE	02/23/06	1.40	CONTINUED TO REVIEW FIRST INTERIM FEE APPLICATION (1.4).
MEISLER RE	02/26/06	5.60	CONTINUED TO REVIEW AND COMMENT ON FIRST INTERIM FEE APPLICATION (5.6).
MEISLER RE	02/27/06	4.90	CONTINUED TO REVIEW AND COMMENT ON FIRST INTERIM FEE APPLICATION (4.9).
		13.20	
MICHELI MJ	02/21/06	2.50	BEGAN DRAFTING FIRST INTERIM FEE APPLICATION (2.5).
MICHELI MJ	02/24/06	1.10	REVIEW FEE APPLICATION AND MATERIALS TO BE COMPLETED IN CONNECTION THEREWITH (1.1).
		3.60	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

PHILLIPS DP	02/14/06	4.20	REVIEW TAX TIME DETAIL AND DRAFT TAX PORTION OF FEE APPLICATION (4.2).
PHILLIPS DP	02/15/06	1.60	DRAFT AND REVISE TAX SECTION OF FEE APPLICATION (1.6).
PHILLIPS DP	02/28/06	0.40	REVISE TAX PORTION OF FEE APPLICATION (0.4).
		6.20	
REESE RG	02/15/06	0.60	BEGIN DRAFTING PORTION OF FIRST INTERIM FEE APPLICATION (0.6).
REESE RG	02/16/06	1.20	CONTINUE DRAFTING PORTION OF FIRST INTERIM FEE APPLICATION (1.2).
REESE RG	02/17/06	0.40	REVISE DRAFT FIRST INTERIM FEE APPLICATION SECTIONS (0.4).
REESE RG	02/25/06	3.40	REVIEW AND REVISE INTERIM FEE APPLICATION (3.4).
		5.60	
TOUSSI S	02/10/06	0.40	REVIEW RETENTION MATTERS AND CHARTS (0.4).
TOUSSI S	02/22/06	1.20	EDIT AND REVISE VARIOUS SECTIONS OF FEE APPLICATION (1.2).
TOUSSI S	02/24/06	3.40	EDIT AND REVISE VARIOUS SECTIONS OF SKADDEN'S FEE APPLICATION, INCLUDING GM MATTERS (1.2), SECURED MATTERS (1.0), AND GENERAL CORPORATE MATTERS (1.2).
TOUSSI S	02/26/06	2.80	DRAFT AND REVISE VARIOUS SECTIONS OF FEE APPLICATION (2.8).
TOUSSI S	02/28/06	1.50	EDIT AND REVISE VARIOUS SECTIONS OF FEE APPLICATION (1.5).
		9.30	
TURMAN FII RE	02/14/06	2.20	PREPARE FEE APPLICATION RE: FINANCING (2.2).
TURMAN FII RE	02/15/06	2.50	DRAFT FEE APPLICATION RIDER RE: FINANCING (2.5)
		4.70	
WILSON LD	02/11/06	1.80	REVIEW DRAFT RIDER ON LABOR MATTERS (1.8).
WILSON LD	02/15/06	2.00	REVIEW AND REVISE DRAFT RIDER SUMMARY OF LABOR WORK (2.0).
		3.80	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

ZALTZMAN H	02/06/06	1.00	DEVELOP STRATEGIES RE: CASE ADMINISTRATION NEXT STEPS FOR FEE APP AND SUPP AFFIDAVIT (1.0).
ZALTZMAN H	02/09/06	4.90	PREPARE SKADDEN'S SUPP. AFFIDAVIT (2.4); REVIEW ALL "DISINTERESTEDNESS QUESTIONNAIRES" RE: SUPP. AFF PREPARATION (2.5).
ZALTZMAN H	02/10/06	2.70	CONTINUE PREPARATION OF SKADDEN'S SUPP. AFFIDAVIT (2.5); REVIEW DISCLOSURE RESEARCH DOCUMENTS FOR SUPP. AFFIDAVIT PREPARATION (0.2).
ZALTZMAN H	02/11/06	5.20	REVIEW DISCLOSURE RESEARCH FOR SUPP. AFFIDAVIT (5.2).
ZALTZMAN H	02/13/06	4.10	CONTINUE REVIEWING DISCLOSURE RESEARCH FOR SUPP AFF PURPOSES (4.1).
ZALTZMAN H	02/14/06	3.70	CONTINUE REVIEW OF DISCLOSURE RESEARCH IN PREPARATION OF SUPP AFFIDAVIT (2.5); CONTINUE REVIEW OF SUPPLEMENTAL AFFIDAVIT DRAFT (1.2).
ZALTZMAN H	02/15/06	6.90	CONTINUE DISCLOSURE RESEARCH REVIEW FOR PREPARATION OF SUPP. AFFIDAVIT (5.1); CONTINUE UPDATING/EDITING SUPPLEMENTAL AFFIDAVIT DRAFT (1.8).
ZALTZMAN H	02/18/06	1.40	REVIEW SET OF DISCLOSURE RESEARCH PAPERS (1.4).
ZALTZMAN H	02/20/06	1.70	PREPARE SUPP AFF BY INCORPORATING ALL INFORMATION (1.7).
ZALTZMAN H	02/22/06	4.50	PREPARE SUPPLEMENTAL AFFIDAVIT WITH DISCLOSURE RESEARCH REVIEW INFORMATION (3.5); REVIEW MORE DISCLOSURE RESEARCH FOR SUPPLEMENTAL AFFIDAVIT (1.0).
ZALTZMAN H	02/23/06	2.00	DRAFT SUPP AFFIDAVIT (2.0).
ZALTZMAN H	02/24/06	3.80	EDIT/CONFORM SUPPLEMENTAL AFFIDAVIT (3.8).
ZALTZMAN H	02/27/06	1.80	CONTINUE EDITS ON SUPP AFF MARKUP (1.8).
		43.70	
Total Associate		132.80	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SALAZAR AG	02/16/06	0.40	REVIEW RETENTION SCREENING FORMS RECEIVED AND UPDATE CHARTS (0.4).
SALAZAR AG	02/20/06	1.40	REVIEW AND UPDATE CHART WITH SCREENING QUESTIONNAIRE'S RECEIVED (0.2); PREPARE AND SEND FIFTH REQUEST FOR SCREENING RESPONSES (1.2).
SALAZAR AG	02/22/06	0.40	REVIEW AND ENTER RESPONSES RECEIVED FROM SCREENING QUESTIONNAIRE (0.4).
SALAZAR AG	02/23/06	0.40	REVIEW AND UPDATE CHART WITH BRSQ RESPONSES RECEIVED (0.4).
		2.60	
ZSOLDOS AF	02/01/06	1.20	DISCLOSURE RESEARCH ANALYSIS ENTRY INTO CHART (1.2).
ZSOLDOS AF	02/02/06	2.60	DISCLOSURE RESEARCH ANALYSIS ENTRY INTO CHART (2.6).
ZSOLDOS AF	02/07/06	1.00	DISCLOSURE RESEARCH ANALYSIS ENTRY INTO CHART (1.0).
ZSOLDOS AF	02/13/06	1.90	PRINT AND ORGANIZE SUPPLEMENTAL RESULTS FOR SUPPLEMENTAL AFFIDAVIT OF RETENTION APPLICATION (1.2); REVISE SUPPLEMENTAL AFFIDAVIT TO REFLECT CATEGORIES OF DISCLOSURE AT VARIOUS STAGES OF CASE (0.7).
ZSOLDOS AF	02/22/06	1.10	UPDATE SUPPLEMENTAL AFFIDAVIT (1.1).
ZSOLDOS AF	02/23/06	1.40	UPDATE SUPPLEMENTAL AFFIDAVIT (1.4).
ZSOLDOS AF	02/24/06	3.70	EDIT SUPPLEMENTAL AFFIDAVIT (3.7).
		12.90	
Total Legal Assistant		15.50	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

ROGERS D	02/01/06	8.70	ORGANIZE AND UPDATE MASTER DISCLOSURE RESEARCH (8.7).
ROGERS D	02/02/06	7.70	ORGANIZE AND UPDATE MASTER DISCLOSURE RESEARCH CHART (7.7).
ROGERS D	02/03/06	8.60	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHARTS (8.6).
ROGERS D	02/06/06	7.40	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHARTS (7.4).
ROGERS D	02/07/06	9.50	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (9.5).
ROGERS D	02/08/06	7.40	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (7.4).
ROGERS D	02/09/06	9.50	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (9.5).
ROGERS D	02/10/06	9.80	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (9.8).
ROGERS D	02/13/06	4.90	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (4.9).
ROGERS D	02/14/06	9.80	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (9.8).
ROGERS D	02/15/06	9.50	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (9.5).
ROGERS D	02/16/06	9.30	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (9.3).
ROGERS D	02/17/06	8.50	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (8.5).
ROGERS D	02/20/06	3.10	ORGANIZE AND UPDATE DISCLOSURE RESEARCH CHART (3.1).
		113.70	
Total Legal Assistant Support		113.70	

TOTAL TIME

267.80

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
Retention /Fee Matters (SASM&F)**

**Bill Date: 03/31/06
Bill Number: 1108452**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	02/17/06	Copy Center, D	28.00
		TOTAL IN-HOUSE REPRODUCTION	\$28.00
Telephone Expense	02/24/06	Telecommunications, D	1.38
Telephone Expense	02/24/06	Telecommunications, D	1.61
Telephone Expense	02/24/06	Telecommunications, D	0.01
		TOTAL TELEPHONE EXPENSE	\$3.00
Westlaw	02/08/06	Herriott AV	18.00
		TOTAL WESTLAW	\$18.00
		TOTAL MATTER	\$49.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Retention /Fee Matters (SASM&F)

Bill Date: 04/30/06
Bill Number: 1108601

NAME	DATE	HOURS	DESCRIPTION
DE ELIZALDE D	03/08/06	1.20	ANALYSIS OF PROFESSIONALS' FEE STATEMENTS (1.2).
DE ELIZALDE D	03/13/06	3.40	REVIEW RESULTS FROM QUESTIONNAIRE RE: DISCLOSURE RESEARCH (1.5); REVIEW AND REVISE FIRST SUPPLEMENTAL DECLARATION IN SUPPORT OF SKADDEN RETENTION (1.9).
DE ELIZALDE D	03/14/06	0.50	SUPERVISED ANALYSIS OF RESPONSES TO "DISINTERESTEDNESS QUESTIONNAIRE" (0.5).
DE ELIZALDE D	03/18/06	1.90	REVIEW AND REVISE SUPPLEMENTAL DECLARATION (1.9).
DE ELIZALDE D	03/19/06	1.30	FURTHER REVIEWED AND REVISED SUPPLEMENTAL DECLARATION (1.3).
DE ELIZALDE D	03/20/06	3.80	FURTHER REVIEWED AND REVISED SUPPLEMENTAL DECLARATION (1.2); ANALYSIS OF DISCLOSURE RESEARCH (2.6).
DE ELIZALDE D	03/22/06	2.90	REVISE SUPPLEMENTAL DECLARATION (0.8); ANALYSIS OF DISCLOSURE RESEARCH (2.1).
		15.00	
HERRIOTT AV	03/20/06	2.80	REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (2.8).
HERRIOTT AV	03/21/06	6.90	RESEARCH CASE LAW RE: FEE APPLICATIONS (0.7); REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (6.2).
HERRIOTT AV	03/22/06	6.40	CONTINUE TO REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (6.4).
		16.10	
MEISLER RE	03/14/06	3.10	CONTINUE TO REVIEW AND COMMENT ON SUPPLEMENTAL DECLARATION (3.1).
MEISLER RE	03/18/06	1.70	REVIEW AND COMMENT ON FIRST INTERIM FEE APPLICATION (1.7).
MEISLER RE	03/19/06	2.00	CONTINUE TO REVIEW AND COMMENT ON FIRST INTERIM FEE APPLICATION (2.0).
MEISLER RE	03/20/06	1.00	CONTINUE TO REVIEW AND COMMENT ON FIRST INTERIM FEE APPLICATION (0.5); CONTINUE TO REVIEW AND COMMENT ON SUPPLEMENTAL DECLARATION (0.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MEISLER RE	03/22/06	3.70	CONTINUE TO REVIEW AND COMMENT ON SUPPLEMENTAL DECLARATION (0.6); CONTINUE TO REVIEW AND COMMENT ON FIRST INTERIM FEE APPLICATION (3.1).
		11.50	
STUART NL	03/22/06	3.20	REVIEW AND REVISE SUPPLEMENTAL AFFIDAVIT (3.2).
		3.20	
ZALTZMAN H	03/01/06	2.80	EDIT SUPPLEMENTAL DECLARATION (2.8).
ZALTZMAN H	03/02/06	1.10	REVIEW SUPPLEMENTAL AFFIDAVIT (0.5); REVIEW DISCLOSURE RESEARCH FOR SUPPLEMENTAL AFFIDAVIT (0.6).
ZALTZMAN H	03/13/06	1.00	UPDATE SUPPLEMENTAL DECLARATION WITH NEW INFORMATION FROM DISINTERESTEDNESS QUESTIONNAIRES (0.4); CONTACT REMAINING LAWYER RE: DISINTERESTEDNESS QUESTIONNAIRES (0.6).
ZALTZMAN H	03/14/06	0.30	BEGIN REVIEWING MOST RECENT MARKUP OF SUPPLEMENTAL DECLARATION (0.3).
ZALTZMAN H	03/15/06	3.50	REVIEW/EDIT SUPPLEMENTAL AFFIDAVIT (3.5).
ZALTZMAN H	03/16/06	0.80	CONTINUE EDITING SUPP DECLARATION (0.8).
ZALTZMAN H	03/19/06	2.60	REVIEW/EDIT/DRAFT SUPP. DECLARATION (2.6).
		12.10	
Total Associate		57.90	
ZSOLDOS AF	03/01/06	1.80	DISCLOSURE RESEARCH RE: NEW 2002 PARTIES AND NEWLY RETAINED PROFESSIONALS (1.3); UPDATE MASTER CHART WITH NEW ENTITIES (0.5).
ZSOLDOS AF	03/03/06	0.60	REVIEW DISCLOSURE RESEARCH AND PREPARE TO ORGANIZE SUPPLEMENTAL CONFLICTS RESULTS (0.6).
ZSOLDOS AF	03/10/06	1.40	CHECK NEW PARTIES FOR DISCLOSURE RESEARCH, INCLUDING: CHECKING AGAINST MASTER LIST (1.4).
ZSOLDOS AF	03/23/06	1.50	CHECK DOCKET FOR NEW ENTITIES TO SUBMIT (0.8); UPDATE MASTER LIST (0.3); RUN DISCLOSURE RESEARCH (0.4).
		5.30	
Total Legal Assistant		5.30	
TOTAL TIME		<u>63.20</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP) **Bill Date: 04/30/06**
Retention /Fee Matters (SASM&F) **Bill Number: 1108601**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	03/03/06	Copy Center, D	46.00
		TOTAL IN-HOUSE REPRODUCTION	\$46.00
Telephone Expense	03/31/06	Telecommunications, D	1.03
Telephone Expense	03/31/06	Telecommunications, D	0.96
Telephone Expense	03/31/06	Telecommunications, D	0.01
		TOTAL TELEPHONE EXPENSE	\$2.00
Westlaw	03/21/06	Herriott AV	218.24
Westlaw	03/22/06	Herriott AV	34.76
		TOTAL WESTLAW	\$253.00
Messengers/ Courier	03/03/06	Straightline Courier	32.00
		TOTAL MESSENGERS/ COURIER	\$32.00
Wireless - Mobile/Cellular/Pager	03/09/06	Meisler RE	2.00
		TOTAL WIRELESS - MOBILE/CELLULAR/PAGER	\$2.00
		TOTAL MATTER	\$335.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP AND AFFILIATES

**Delphi Corporation (DIP)
Retention /Fee Matters (SASM&F)**

**Bill Date: 05/31/06
Bill Number: 1108515**

NAME	DATE	HOURS	DESCRIPTION
DIAZ LB	04/17/06	0.50	STRATEGY MEETING RE: DISCLOSURE ANALYSIS (0.5).
DIAZ LB	04/21/06	0.30	ANALYZE MATERIAL RESULTING FROM DISCLOSURE CHECK (0.3).
DIAZ LB	04/28/06	2.40	STRATEGY MEETING RE: FIRST SUPPLEMENTAL DECLARATION AND FEE APPLICATIONS FROM PROFESSIONALS (2.4).
		3.20	
HERRIOTT AV	04/19/06	1.60	CONTINUE TO REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (1.6).
HERRIOTT AV	04/20/06	3.30	CONTINUE TO REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (3.3).
HERRIOTT AV	04/24/06	0.80	REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (0.8).
HERRIOTT AV	04/25/06	0.20	CONTINUE TO REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (0.2).
		5.90	
MEISLER RE	04/13/06	0.50	ATTENTION TO DISCLOSURE RESEARCH (0.5).
MEISLER RE	04/19/06	0.20	ATTENTION TO FIRST INTERIM FEE APPLICATION (0.2).
MEISLER RE	04/21/06	0.30	ATTENTION TO DISCLOSURE RESEARCH (0.3).
MEISLER RE	04/24/06	0.20	CONTINUE ATTENTION TO FIRST INTERIM FEE APPLICATION (0.2).
		1.20	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

WHARTON JN	04/13/06	0.70	REVIEW TASKS RE: DISCLOSURE RESEARCH (0.7).
WHARTON JN	04/17/06	0.50	CONTINUE TO WORK ON DISCLOSURE RESEARCH AND DRAFTING OF SUPPLEMENTAL DISCLOSURE AFFIDAVIT (0.5).
WHARTON JN	04/26/06	0.40	CONNECTIONS AND DISCLOSURE RESEARCH (0.4).
WHARTON JN	04/28/06	0.80	CONDUCT CONNECTIONS AND DISCLOSURE RESEARCH (0.5) AND REVIEW FIRST SUPPLEMENTAL DISCLOSURE DECLARATION (0.3).
		2.40	
Total Associate		12.70	
TOTAL TIME		<u>12.70</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
Retention /Fee Matters (SASM&F)**

**Bill Date: 05/31/06
Bill Number: 1108515**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	04/14/06	Copy Center, D	8.57
In-house Reproduction	04/18/06	Copy Center, D	7.43
TOTAL IN-HOUSE REPRODUCTION			\$16.00
TOTAL MATTER			\$16.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
Retention /Fee Matters (SASM&F)**

**Bill Date: 06/30/06
Bill Number: 1112661**

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	05/13/06	1.70	BEGIN TO REVIEW REVISED FIRST FEE APPLICATION (0.4); CONTINUE TO WORK ON MONTHLY COMPENSATION PACKAGES THROUGH APRIL 2006 (1.3).
BUTLER, JR. J	05/27/06	6.60	CONTINUE TO REVIEW AND REVISE MONTHLY COMPENSATION PACKAGES FOR JANUARY - APRIL, 2006 (6.6).
BUTLER, JR. J	05/28/06	5.80	CONTINUE TO REVIEW AND REVISE MONTHLY COMPENSATION PACKAGES FOR JANUARY - APRIL, 2006 (5.8).
BUTLER, JR. J	05/29/06	6.10	CONTINUE TO REVIEW AND REVISE MONTHLY COMPENSATION PACKAGES FOR FEBRUARY - APRIL, 2006 (5.6); BEGIN TO REVIEW AND COMMENT ON FIRST FEE APPLICATION (0.5).
BUTLER, JR. J	05/30/06	3.10	REVIEW AND FINALIZE MONTHLY COMPENSATION PACKAGES FOR FEBRUARY - APRIL, 2006 (1.6); DRAFT TRANSMITTAL LETTERS FOR JANUARY - APRIL, 2006 COMPENSATION PACKAGES (0.9); CONTINUE TO REVIEW AND COMMENT ON FIRST FEE APPLICATION (0.6).
BUTLER, JR. J	05/31/06	2.60	FINALIZE FIRST FEE APPLICATION (1.9); REVIEW AND FINALIZE SUPPLEMENTAL AFFIDAVIT (0.7).
		25.90	
MARAFIOTTI KA	05/16/06	0.30	REVIEW RULE RE: FORM OF NOTICE (0.2); REVIEW AND REVISE NOTICE OF HEARING ON INTERIM FEE APPLICATIONS (0.1).
MARAFIOTTI KA	05/17/06	0.20	WORK ON FEE APPLICATION (0.2).
MARAFIOTTI KA	05/31/06	3.70	WORK ON BUTLER SUPPLEMENTAL DECLARATION (0.7); REVIEW AND REVISE FEE APPLICATION (3.0).
		4.20	
Total Partner		30.10	
MATZ TJ	05/31/06	2.90	REVIEW AND COMMENT ON BUTLER SUPPLEMENTAL DECLARATION (0.9); CONTINUING REVIEW OF FIRST INTERIM FEE APPLICATION (0.7); CONTINUING REVIEW AND DRAFT OF FIRST INTERIM FEE APPLICATION (1.3).
		2.90	
Total Counsel		2.90	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

DIAZ LB	05/01/06	0.40	ANALYZED DISCLOSURE CHECK (0.4).
DIAZ LB	05/10/06	0.80	ANALYZED DISCLOSURE CHECKS (0.8).
DIAZ LB	05/15/06	1.90	ANALYZED DISCLOSURE CHECK RESULTS (1.9).
DIAZ LB	05/16/06	6.30	ANALYZED DISCLOSURE CHECKS FOR SUPPLEMENTAL DECLARATION (6.3).
DIAZ LB	05/17/06	7.80	ANALYZED DISCLOSURE CHECKS FOR SUPPLEMENTAL DECLARATION (7.8).
DIAZ LB	05/18/06	5.50	CONTINUED TO ANALYZE DISCLOSURE CHECKS (5.5).
DIAZ LB	05/22/06	8.20	ANALYZED DISCLOSURE FOR SUPPLEMENTAL DECLARATION (8.2).
DIAZ LB	05/23/06	7.40	ANALYZED DISCLOSURE CHECKS (7.4).
DIAZ LB	05/24/06	9.10	ANALYZED DISCLOSURE FOR SUPPLEMENTAL DECLARATION (9.1).
DIAZ LB	05/25/06	8.90	ANALYZED DISCLOSURE CHECKS (8.9).
DIAZ LB	05/26/06	4.90	ANALYZED DISCLOSURE FOR SUPPLEMENTAL DECLARATION (4.9).
DIAZ LB	05/27/06	5.40	ANALYZED DISCLOSURE FOR SUPPLEMENTAL DECLARATION (5.4).
DIAZ LB	05/28/06	1.70	CONTINUED TO ANALYZE DISCLOSURE AND REVISE SUPPLEMENTAL DECLARATION (1.7).
DIAZ LB	05/29/06	2.10	CONTINUED TO REVISE SUPPLEMENTAL DECLARATION (2.1).
DIAZ LB	05/30/06	7.00	PROOFREAD AND REVISED FEE APPLICATION (3.3); REVISED SUPPLEMENTAL DECLARATION (3.7).
DIAZ LB	05/31/06	7.20	FINALIZED SUPPLEMENTAL DECLARATION (7.2).
		84.60	
HERRIOTT AV	05/15/06	0.40	RESPOND TO QUESTION RE: DISCLOSURE ISSUES (0.3); REVIEW ISSUE IN INTERIM COMPENSATION ORDER (0.1).
HERRIOTT AV	05/17/06	0.70	REVIEW SKADDEN DISCLOSURE ISSUES (0.7).
HERRIOTT AV	05/26/06	2.60	REVIEW AND REVISE FEE APPLICATION (2.6).
HERRIOTT AV	05/27/06	6.10	REVIEW AND REVISE JANUARY MONTHLY COMPENSATION PACKAGE (6.1).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

HERRIOTT AV	05/28/06	13.00	CONTINUE TO REVIEW AND REVISE FIRST INTERIM FEE APPLICATION AFTER ANALYSIS OF JANUARY MONTHLY COMPENSATION PACKAGE (6.6); REVIEW AND REVISE FEBRUARY MONTHLY COMPENSATION PACKAGE (6.4).
HERRIOTT AV	05/29/06	10.90	REVIEW AND REVISE FIRST INTERIM FEE APPLICATION (5.6); REVIEW AND REVISE MONTHLY COMPENSATION PACKAGE FOR THE MONTH OF APRIL (5.3).
HERRIOTT AV	05/30/06	4.70	REVIEW AND REVISE MARCH COMPENSATION PACKAGE (4.4); REVIEW FEE APPLICATION (0.3).
HERRIOTT AV	05/31/06	6.30	REVIEW, REVISE AND PREPARE FIRST INTERIM FEE APPLICATION FOR FILING (6.3).
		44.70	
MEISLER RE	05/28/06	4.20	REVIEW AND COMMENT ON FEE APPLICATION (4.2).
MEISLER RE	05/29/06	3.60	CONTINUED TO REVIEW AND COMMENT ON FEE APPLICATION (3.6).
MEISLER RE	05/30/06	1.10	CONTINUED REVIEW OF FEE APPLICATION (0.3); REVIEW SUPPLEMENTAL DECLARATION (0.8).
MEISLER RE	05/31/06	6.80	CONTINUED TO REVIEW AND REVISE FEE APPLICATION (6.5); REVIEW SUPPLEMENTAL DECLARATION (0.3).
		15.70	
PERL MW	05/23/06	1.80	REVIEW DRAFT OF FEE APPLICATION AND STRATEGIZE AND COORDINATE RE: SAME (1.8).
PERL MW	05/24/06	1.10	REVIEW MONTHLY STATEMENTS AND PREPARE TEMPLATES FOR FEE APPLICATION (1.1).
PERL MW	05/26/06	2.60	COORDINATE RE: DATA IN CONNECTION WITH FIRST INTERIM FEE APPLICATION (0.7); PREPARE AND REVIEW DOCUMENT TEMPLATES IN CONNECTION WITH SAME (1.3); REVIEW DRAFT OF FEE APPLICATION (0.6).
PERL MW	05/27/06	0.20	CORRESPONDENCE RE: STATUS OF FIRST FEE APPLICATION (0.2).
PERL MW	05/28/06	5.70	VARIOUS TELECONFERENCES WITH WORKING GROUP RE: STATUS, PREPARATION AND STRATEGY IN CONNECTION WITH FIRST INTERIM FEE APPLICATION (0.3, 0.5, 0.3); FOLLOW UP CORRESPONDENCES RE: SAME (0.6); REVIEW FEE DATA (0.7) AND FOLLOW UP CORRESPONDENCE RE: SAME (0.2); BEGIN WORK ON FIRST INTERIM FEE APPLICATION (3.1).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

PERL MW	05/29/06	7.90	CONTINUE TO WORK ON AND PREPARE FIRST INTERIM FEE APPLICATION (6.2); TELECONFERENCE WITH WORKING GROUP RE: SAME (0.4); FOLLOW UP CORRESPONDENCES RE: SAME (0.4); CONSIDER ISSUE RELATED TO SUPPLEMENTAL DISCLOSURE (0.3) AND REVIEW PRECEDENT RE: SAME (0.4); FOLLOW UP CORRESPONDENCE RE: SAME (0.2).
PERL MW	05/30/06	4.30	REVIEW AND REVISE SKADDEN'S FIRST INTERIM FEE APPLICATION (4.3).
PERL MW	05/31/06	5.30	CONTINUE TO REVIEW AND REVISE SKADDEN'S FIRST INTERIM FEE APPLICATION AND PROVIDE COMMENTS TO SAME (2.7); COORDINATE RE: SERVICE OF FEE APPLICATION, INCLUDING EXHIBITS (2.6).
		28.90	
WHARTON JN	05/01/06	0.30	REVIEW AND REVISE SUPPLEMENTAL DISCLOSURE DECLARATION (0.3).
WHARTON JN	05/15/06	1.40	CONTINUE RESEARCH RE: CONNECTIONS AND RELATIONSHIPS (1.1); CONTINUE TO REVIEW DRAFT SUPPLEMENTAL DISCLOSURE AFFIDAVIT (0.3).
WHARTON JN	05/16/06	0.70	CONTINUE DISCLOSURE RESEARCH FOR SUPPLEMENTAL DISCLOSURE DECLARATION (0.7).
WHARTON JN	05/22/06	1.90	CONTINUE DISCLOSURE RESEARCH FOR SUPPLEMENTAL DISCLOSURE DECLARATION (1.9).
WHARTON JN	05/24/06	2.50	CONTINUE RESEARCH RE: SUPPLEMENTAL DISCLOSURE DECLARATION (2.5).
WHARTON JN	05/25/06	0.80	CONTINUE TO RESEARCH DISCLOSURE FOR SUPPLEMENTAL DISCLOSURE DECLARATION AND REVIEW DRAFT DECLARATION (0.8).
WHARTON JN	05/26/06	1.50	CONTINUE TO REVIEW DISCLOSURE RESULTS AND PREPARE FIRST SUPPLEMENTAL DISCLOSURE DECLARATION (1.5).
WHARTON JN	05/27/06	4.70	CONTINUE TO RESEARCH DISCLOSURE FOR SUPPLEMENTAL DISCLOSURE AFFIDAVIT AND REVIEW DRAFT DISCLOSURE AFFIDAVIT (4.7).
WHARTON JN	05/28/06	3.20	CONTINUE TO RESEARCH DISCLOSURE FOR SUPPLEMENTAL DISCLOSURE AFFIDAVIT AND REVIEW DRAFT DISCLOSURE AFFIDAVIT (3.2).
WHARTON JN	05/29/06	3.60	CONTINUE TO RESEARCH DISCLOSURE FOR SUPPLEMENTAL DISCLOSURE AFFIDAVIT AND REVIEW DRAFT DISCLOSURE AFFIDAVIT (3.6).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

WHARTON JN	05/30/06	4 . 90	CONTINUE TO RESEARCH DISCLOSURE FOR SUPPLEMENTAL DISCLOSURE AFFIDAVIT AND REVIEW DRAFT DISCLOSURE AFFIDAVIT (4 . 9) .
WHARTON JN	05/31/06	3 . 20	FINISH PREPARING AND FINALIZE FOR FILING OF SUPPLEMENTAL DISCLOSURE DECLARATION OF J. BUTLER (3 . 2) .
		28 . 70	
Total Associate		202 . 60	
DEMMA J	05/30/06	1 . 90	ASSIST WITH DISCLOSURE CHECK (1 . 9) .
DEMMA J	05/31/06	7 . 40	PREPARE DOCUMENTS FOR ATTORNEY REVIEW (1 . 1) ; PREPARE EXHIBITS FOR FILING OF FIRST INTERIM FEE APPLICATION (2 . 1) ; PREPARE/FILE DOCUMENTS FOR FIRST INTERIM FEE APPLICATION (3 . 6) ; PREPARE/FILE FIRST SUPPLEMENTAL DECLARATION OF J. BUTLER IN SUPPORT OF FIRST INTERIM FEE APPLICATION (0 . 6) .
		9 . 30	
Total Legal Assistant		9 . 30	
TOTAL TIME		<u>244 . 90</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
Retention /Fee Matters (SASM&F)**

**Bill Date: 06/30/06
Bill Number: 1112661**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	05/02/06	Copy Center, D	4.80
In-house Reproduction	05/02/06	Copy Center, D	8.00
In-house Reproduction	05/12/06	Copy Center, D	591.56
In-house Reproduction	05/12/06	Copy Center, D	258.63
In-house Reproduction	05/26/06	Copy Center, D	70.01
		TOTAL IN-HOUSE REPRODUCTION	\$933.00
Telephone Expense	05/26/06	Telecommunications, D	0.49
Telephone Expense	05/26/06	Telecommunications, D	0.50
Telephone Expense	05/26/06	Telecommunications, D	0.01
		TOTAL TELEPHONE EXPENSE	\$1.00
Wireless - Mobile/Cellular/Pager	04/09/06	Meisler RE	18.00
		TOTAL WIRELESS - MOBILE/CELLULAR/PAGER	\$18.00
		TOTAL MATTER	\$952.00